



The State of Texas

Secretary of State

JULY 13, 1999

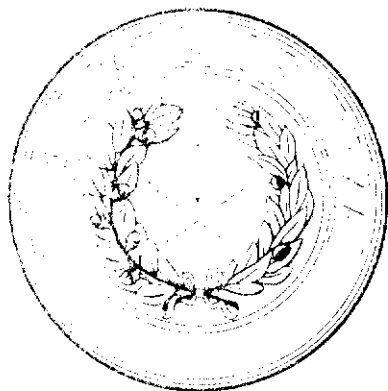
ALAN C. SUNDSTROM
17304 PRESTON RD, STE 205
DALLAS, TX 75252

RE:
MEXUS SERVICES, INC.
CHARTER NUMBER 01541614-00

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

MEXUS SERVICES, INC.
CHARTER NUMBER 01541614

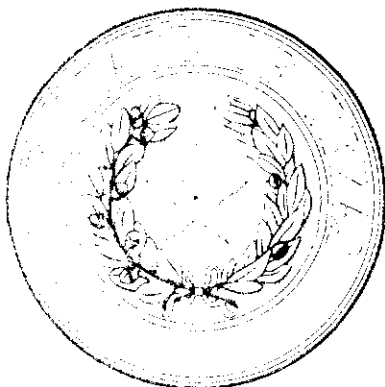
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JULY 12, 1999

EFFECTIVE JULY 12, 1999



A handwritten signature in cursive script, reading "Elton Bomer".

Elton Bomer, Secretary of State

ARTICLES OF INCORPORATION
OF
MEXUS SERVICES, INC.

FILED
In the Office of the
Secretary of State of Texas
JUL 12 1999
Corporations Section

The undersigned natural person, of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as an incorporator of a corporation under the Texas Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is Mexus Services, Inc.

ARTICLE TWO

The Corporation will have perpetual existence.

ARTICLE THREE

The purposes for which the Corporation is organized are:

- A. To engage in any and all lawful business.
- B. To engage in the business of buying, selling, manufacturing, distributing, marketing and generally dealing in and with goods, wares and merchandise of every kind and nature.
- C. To borrow or raise money for any of the purposes of the corporation and from time to time, without limit as to the amount, to draw, make, accept, endorse and issue promissory notes, drafts, and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage, pledge, security agreement and financing statement, or conveyance or assignment in trust of the whole or in part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
- D. In general to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Texas upon corporations formed under the Texas Business Corporation

Act and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do. Nothing in these stated purposes shall limit any general power conferred upon corporations by the Texas Business Corporation Act.

ARTICLE FOUR

The corporation shall have authority to issue one class of stock, to be designated as "common". The total number of shares of common stock that the Corporation will have authority to issue is 100,000 shares of \$.01 par value per share.

ARTICLE FIVE

No shareholder of the Corporation will, solely by reason of holding his common shares, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of common stock, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such shareholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of common stock of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering shares of common stock to the existing common stock holders of the Corporation.

ARTICLE SIX

In addition to any other manner of calling a special meeting of shareholders that may be set forth in the Bylaws of the Corporation, a special meeting of shareholders may be called at the request of the holders of at least 50% of all shares issued, outstanding and entitled to vote.

ARTICLE SEVEN

With respect to any matter, a quorum will be present at a meeting of shareholders if the holders of 65% of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

ARTICLE EIGHT

Shareholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

ARTICLE NINE

Any action required or permitted by law, these Articles of Incorporation or the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous consent shall be given to those shareholders who did not consent in writing to the action.

ARTICLE TEN

Any action that under the provisions of the Texas Business Corporation Act would, but for this Article Ten, be required to be authorized by the affirmative vote of the holders of any specified portion of the shares of the Corporation will require the approval of the holders of a majority of the shares of the Corporation entitled to vote on that matter.

ARTICLE ELEVEN

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

ARTICLE TWELVE

(a) The Corporation will, to the fullest extent permitted by the Texas Business Corporation Act, as the same exists or may hereafter be amended, indemnify any and all persons who it has power to indemnify under such Act from and against any and all of the expenses, liabilities or other matters referred to in or covered by such Act. Such indemnification may be provided pursuant to any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his director or officer capacity and as to action in another capacity while holding

such office, will continue as to a person who has ceased to be a director, officer, employee or agent, and inure to the benefit of the heirs, executors and administrators of such a person.

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Texas for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Texas nor any actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

ARTICLE THIRTEEN

To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its shareholders for monetary damages for any act or omission in the director's capacity as a director. Any repeal or modification of the Article Thirteen will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of the Article Thirteen shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Thirteen.

ARTICLE FOURTEEN

The Corporation will not commence business until it has received for the issuance of shares consideration of the value of at least \$1,000, consisting of money, labor done or property actually received.

ARTICLE FIFTEEN

The street address of the Corporation's initial registered office is 555 Republic Drive, Suite 200, Plano, Texas 75074 and the name of its initial registered agent at that address is Stephanie E. Bell.

ARTICLE SIXTEEN

The number of directors constituting the initial Board of Directors of the Corporation is one and the name and mailing address of such person, who will serve as the sole director until the first annual meeting of the shareholders or until their successors are elected and qualified, are:

NAME	ADDRESS
Stephanie E. Bell	555 Republic Drive Plano, Texas 75074

Hereafter, the number of directors will be determined in accordance with the Bylaws of the Corporation.

ARTICLE SEVENTEEN

The name and address of the incorporator is:

NAME	ADDRESS
Alan C. Sundstrom	173040 Preston Road Suite 205 Dallas, Texas 75252

EXECUTED as of the 7th of July, 1999.

Alan C. Sundstrom